

Below is the Order of the Court.



Christopher M. Alston
U.S. Bankruptcy Judge

(Dated as of Entered on Docket date above)

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF WASHINGTON
AT SEATTLE

In re:

NORTHWEST TERRITORIAL MINT, LLC,
Debtor.

Case No. 16-11767-CMA

ORDER GRANTING MOTION FOR
ORDER APPROVING SALE OF
UNCLAIMED NWTM DIES FREE
AND CLEAR OF LIENS, CLAIMS,
INTERESTS, AND ENCUMBRANCES
TO MEDALCRAFT MINT, INC.

THIS MATTER comes before the Court upon the motion (the “Sale Motion”) (Dkt. No. 1765)¹ of the chapter 11 Trustee, Mark Calvert (the “Trustee”), for the entry of an Order approving the sale of Unclaimed NWTM Dies free and clear of all liens, claims, interests, and encumbrances to Medalcraft Mint, Inc. (“Medalcraft” or “Buyer”). Having considered the Sale Motion, the accompanying declarations, the testimony of any witnesses presented in Court, any objections and reply materials, the arguments of counsel at the hearing on the Sale Motion (the “Sale Hearing”), and the pleadings and papers herein, the Court **HEREBY FINDS AND DETERMINES**

¹ Unless specifically defined herein, capitalized terms used herein shall have the meanings given to them in the Sale Motion.

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INTERESTS, AND ENCUMBRANCES TO
MEDALCRAFT MINT, INC.- 1

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AS FOLLOWS:²

A. The Court has jurisdiction over the Sale Motion pursuant to 28 U.S.C. §§ 157 and 1334, and this matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A), (M), (N), and (O). Venue of this case in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

B. As evidenced by the affidavits of service previously filed with the Court, the Trustee provided proper, timely, adequate and sufficient notice of the Sale Motion and the Sale Hearing in accordance with the United States Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and the Local Rules of the Bankruptcy Court for the Western District of Washington.

C. The Trustee marketed the assets being sold to Medalcraft (the “Unclaimed NWTM Dies” or “Purchased Assets”) and conducted the sale process in compliance with applicable law and rules.

D. The Trustee has full power and authority to sell the Purchased Assets, and the sale of the Purchased Assets by the Trustee have been duly and validly authorized by all necessary action of the Trustee.

E. Approval of the Sale Motion is in the best interests of the Debtor, its creditors, its estate, and other parties in interest.

F. The Trustee has demonstrated both (i) good, sufficient, and sound business purpose and justification, and (ii) compelling circumstances for the sale of the Purchased Assets pursuant to 11 U.S.C. § 363(b).

G. The sale of the Purchased Assets to Medalcraft was negotiated, proposed and entered into by the Trustee and the Buyer at arm’s length without collusion or fraud, and in good faith within the meaning of Section 363(m) of the Bankruptcy Code.

² Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate. *See* Fed. R. Bankr. P. 7052.

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1 H. The Buyer is a good faith purchaser under 11 U.S.C. § 363(m) and, as such, is
2 entitled to all of the protections afforded thereby.

3 I. The consideration provided by the Buyer for the Purchased Assets (i) is fair and
4 reasonable, (ii) is the highest and best offer for the Purchased Assets, and (iii) will provide a greater
5 recovery for the Debtor's creditors than would be provided by any other practical available
6 alternative.

7 J. The transfer of the Purchased Assets to the Buyer will be a legal, valid, and effective
8 transfer of the Purchased Assets, and, as except as expressly stated in this Order, will vest the Buyer
9 with all right, title, and interest of the Debtor to the Purchased Assets free and clear to the fullest
10 extent permitted under the Bankruptcy Code or other applicable law of all interests in such property
11 of any person or entity.

12 K. The Trustee may sell the Purchased Assets free and clear of all interests, including
13 liens, claims and encumbrances, because one or more of the standards set forth in 11 U.S.C. §
14 363(f)(1)-(5) has been satisfied.

15 **NOW THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED**
16 **THAT:**

- 17 1. The Sale Motion is GRANTED as described below.
18 2. The findings of fact and conclusions of law recited above are incorporated herein.
19 3. All objections to the Sale Motion or the relief requested therein that have not been
20 withdrawn, waived, or settled, and all reservations of rights included therein, hereby are overruled on
21 the merits.
22 4. The sale of the Unclaimed NWTM Dies as described in the Sale Motion for the
23 increased purchase price of One Hundred and Ten Thousand Dollars (\$110,000.00) is hereby
24 APPROVED.

25
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1 5. Pursuant to 11 U.S.C. § 363(b), the Trustee is authorized and directed to consummate
2 the sale to Medalcraft as described in the Sale Motion and the pleadings filed in support thereof.

3 6. Except as otherwise specifically provided herein, pursuant to 11 U.S.C. §§ 105(a) and
4 363(f), the Unclaimed NWTM Dies shall be transferred at Closing to the Buyer, free and clear of all
5 interests, including liens, claims, and encumbrances, with all such interests to attach to the net
6 proceeds of the Sale in the order of their priority, with the same validity, force and effect which they
7 now have as against the Unclaimed NWTM Dies, subject to any claims and defenses the Debtor may
8 possess with respect thereto.

9 7. The sale of the Purchased Assets by the Trustee to Buyer (A) is or will be legal, valid
10 and effective transfers of the Purchased Assets; (B) except as otherwise specifically provided herein,
11 will vest Buyer with all right, title and interest of the Debtor to the Purchased Assets free and clear
12 of all liens, claims and encumbrances pursuant to Section 363(f) of the Bankruptcy Code (other than
13 liens created by Buyer); and (C) constitute transfers for reasonably equivalent value and fair
14 consideration under the Bankruptcy Code and the laws of the state in which Debtor is incorporated
15 and any other applicable non-bankruptcy laws.

16 8. Except as otherwise provided herein, all persons having interests of any kind or
17 nature whatsoever against or in any of the Purchased Assets shall be forever barred, estopped, and
18 permanently enjoined from pursuing or asserting such interests against the Purchased Assets, the
19 Buyer, or any of its assets, property, successors, or assigns.

20 9. The sale of the Purchased Assets approved herein does not and shall not subject the
21 Buyer to any liability for claims against the Debtor by reason of such transfers under: (i) the laws of
22 the United States, any state, territory or possession thereof, including claims relating to the operation
23 of the Debtor's business before the Closing Date; (ii) any employment contract, understanding, or
24 agreement, including, without limitation, collective bargaining agreements, employee pension plans,
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1 or employee welfare or benefit plans; and/or (iii) any additional contracts and/or other agreements
2 which have been previously entered into by the Debtor.

3 10. The sale contemplated herein does not amount to a consolidation, merger or de facto
4 merger of either the Buyer or the Debtor and/or its estate, particularly as there is no substantial
5 continuity between the Buyer and the Debtor, no continuity of enterprise between the Buyer and the
6 Debtor and the Buyer is not a mere continuation of either the Debtor or its estate.

7 11. This Court retains exclusive jurisdiction to interpret, enforce, implement and resolve
8 any disputes arising under or in connection with the terms and provisions of the sale contemplated
9 herein, all amendments thereto, any waivers and consents thereunder, and any agreements executed
10 in connection therewith, and this Order.

11 12. This Order shall be effective immediately upon entry, and any stay of orders provided
12 for in Bankruptcy Rules 6004(h), 6006(d), 7062 and any other provision of the Bankruptcy Code or
13 Bankruptcy Rules shall not apply, is expressly lifted and this Order is immediately effective and
14 enforceable.

15 13. If any person or entity that has filed financing statements, mortgages, mechanics'
16 liens, lis pendens, or other documents or agreements evidencing claims against or in the Debtor or
17 the Purchased Assets, shall not have delivered to the Trustee prior to Closing, in proper form for
18 filing and executed by the appropriate parties, termination statements, instruments of satisfaction,
19 releases of all interests which the person or entity has with respect to the Debtor, the Purchased
20 Assets, or otherwise, then (at the Closing) only with regard to the Purchased Assets being acquired
21 by the Buyer, the Buyer is hereby authorized to file, register, or otherwise record a certified copy of
22 this Order (and file any UCC-3 termination statements), which, once filed, registered or otherwise
23 recorded, shall constitute conclusive evidence of the release of all claims against the Purchased
24 Assets. This Order is deemed to be in a recordable form sufficient to be placed in the filing or
25 recording system of each and every federal, state or local government agency, department or office.
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1 14. Article 6 of the Uniform Commercial Code governing Bulk Sale Transfers and
2 comparable state statutes are not applicable to the sale of the Purchased Assets to the Buyer.

3 15. Notwithstanding anything to the contrary contained in this Order, nothing in this
4 Order shall be construed to give the Debtor the power to convey any interest in or authorize Buyer to
5 infringe on or use the copyrights or other intellectual property of third parties. To the extent that
6 Buyer takes custody coining dies that are subject to copyright, Buyer shall not be relieved or excused
7 from any liability or claims arising after the sale for copyright infringement or other applicable
8 causes of action. Buyer shall have no greater right in or to copyrights or other intellectual property
9 that is owned by parties other than the Debtor to the extent those copyrights or intellectual property
10 protections are manifested in property transferred to Buyer. All copyrights and intellectual property
11 will be held in trust by Buyer for the benefit of the copyright or intellectual property owner and
12 Buyer shall maintain the copyrighted or intellectual property safely and securely in order to avoid
13 copies, replicas, derivative works, unauthorized striking or the transfer of any such property to an
14 entity outside of the United States.

15 16. Buyer shall comply with the policies of Seller with respect to limitations on the
16 transfer of personally identifiable about individuals who are not affiliated with the Debtor.

17
18 ///END OF ORDER///
19

20
21 Presented by:

22 K&L GATES LLP

23 /s/ Michael J. Gearin

24 Michael J. Gearin, WSBA #20982

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25 Brian T. Peterson, WSBA #42088

Attorneys for Mark Calvert, Chapter 11 Trustee

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